

## Funding Systems Railcars, Inc.

TRI-STATE CENTER • SUITE 370 • 2215 SANDERS RD. • NORTHBROOK, IL 60062 • (312) 272-8350

March 28, 1985

Mr. James H. Bayne  
Secretary  
Interstate Commerce Commission  
Washington, DC 20423

RECORDATION NO. 14482-1  
APR 2 1985 3 15 PM  
INTERSTATE COMMERCE COMMISSION

No. 5-092A167  
Date APR 2 1985  
10-40  
U.S. DEPARTMENT OF TRANSPORTATION, D. C.

Dear Sir:

Enclosed for recordation pursuant to the provisions of Section 11303 of Title 49 of the U.S. Code and the regulations thereunder are the original and one copy of Amendment to Management Agreement, a secondary document, under the Management Agreement dated as of November 1, 1984.

The primary document to which this is connected is recorded under the Recordation Number 14482.

The names and addresses of the parties to the enclosed documents are:

Manager: Funding Systems Railcars, Inc.  
2215 Sanders Road  
Suite 370  
Northbrook, IL 60062

Owner: Greyhound Leasing & Financial Corporation  
Station 3402  
Greyhound Tower  
Phoenix, AZ 85077

A general description of railroad equipment covered by the enclosed document is as follows:

Fifteen (15) covered hopper railroad cars  
bearing the identification mark WSOX

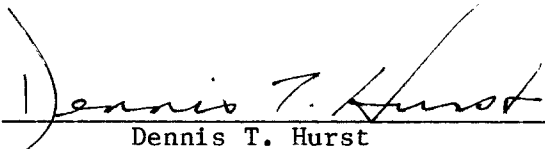
The original and all extra copies of the enclosed documents should be returned to Ms. Sharon Schumacher of Funding Systems Railcars, Inc., 2215 Sanders Road, Suite 370, Northbrook, IL 60062

Also enclosed is a remittance in the amount of \$10.00 for payment of recordation fees.

Mr. James H. Bayne  
Interstate Commerce Commission  
March 28, 1985  
Page 2

I am an officer of Funding Systems Railcars, Inc. and have knowledge of the matters set forth herein.

Very truly yours,

By   
Dennis T. Hurst

DTH:pb  
encl.

SENT VIA: Certified Mail

Interstate Commerce Commission  
Washington, D.C. 20423

4/2/85

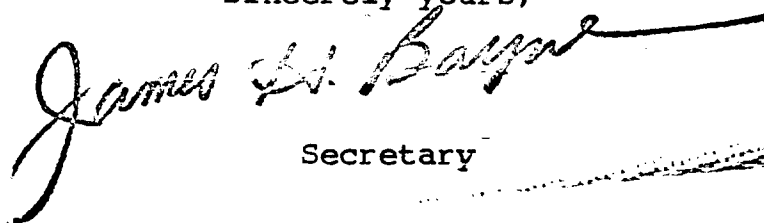
OFFICE OF THE SECRETARY

Sharon Schumacher  
Funding Systems Railcars, Inc.  
2215 Sanders Road, Suite 370  
Northbrook, Illinois 60062

Dear Sir:

The enclosed document (s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 4/2/85 at 3:15pm and assigned re-recording number (s). 14482-A

Sincerely yours,

  
Secretary

Enclosure(s)

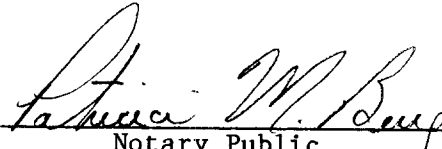
STATE OF ILLINOIS       )  
                                  )  
COUNTY OF COOK        )

RECORDATION NO. 14482-A Filed 1425

APR 2 1985 - 3 15 PM

INTERSTATE COMMERCE COMMISSION

On this 28th day of March, 1985, I hereby certify that I have compared the attached copy of Amendment to Management Agreement between Funding Systems Railcars, Inc. and Greyhound Leasing & Financial Corporation dated March 21st, 1985 with the original and have found the copy to be complete and identical in all respects to the original document.

  
\_\_\_\_\_  
Notary Public

My Commission Expires Nov. 5, 1988

RECORDATION NO. 14482 Filed 1425

APR 2 1985 3 15 PM

INTERSTATE COMMERCE COMMISSION

AMENDMENT

TO

MANAGEMENT AGREEMENT

Dated as of November 1, 1984

Between

Greyhound Leasing & Financial Corporation

as Owner

AND

Funding Systems Railcars, Inc.

as Manager

AMENDMENT TO  
MANAGEMENT AGREEMENT

THIS AMENDMENT is dated as of the 21st day of March, 1985 and amends that certain Management Agreement dated as of November 1, 1984 (the "Agreement") between Greyhound Leasing & Financial Corporation (the "Owner") and Funding Systems Railcars, Inc. (the "Manager").

WHEREAS the parties hereto are parties to the Management Agreement which was filed with the Interstate Commerce Commission at Recordation Number 14482 on November 20, 1984; and

WHEREAS, the parties hereto now desire to amend the Management Agreement as hereinafter provided.

NOW THEREFORE, intending to be legally bound hereby, the parties hereto do agree as follows:

1. Equipment The Management Agreement covers certain covered hopper railroad cars (the "Equipment") more fully described on Exhibit A to the Agreement. The parties hereto agree that the Manager may change the equipment numbers on certain items of Equipment and that the Agreement and Exhibit A thereto are hereby amended to change the equipment numbers for the following items of Equipment:

<u>The item of Equipment bearing the number</u>	<u>Shall be changed to Equipment number</u>
WSOR 300129	WSOX 300129 effective 2/4/85
WSOR 300130	WSOX 300130 effective 3/4/85
WSOR 300141	WSOX 300141 effective 2/4/85
WSOR 300144	WSOX 300144 effective 1/31/85
WSOR 300145	WSOX 300145 effective 2/26/85
WSOR 300148	WSOX 300148 effective 3/4/85
WSOR 300150	WSOX 300150 effective 2/8/85
WSOR 300152	WSOX 300152 effective 1/31/85
WSOR 300160	WSOX 300160 effective 2/7/85
WSOR 300165	WSOX 300165 effective 12/10/84
WSOR 300176	WSOX 300176 effective 1/31/85
WSOR 300178	WSOX 300178 effective 3/4/85
WSOR 300183	WSOX 300183 effective 2/26/85
WSOR 300195	WSOX 300195 effective 3/3/85
WSOR 300199	WSOX 300199 effective 2/5/85

2. Further Modifications Except as expressly set forth herein, the Agreement shall remain in full force and effect, unamended and unmodified.

IN WITNESS WHEREOF, the Owner and the Manager have executed this Amendment as of the day and year first above written.

GREYHOUND LEASING & FINANCIAL CORPORATION

ATTEST:

By Fred Bink  
Title: Vice President

Kathy H. Miller

FUNDING SYSTEMS RAILCARS, INC.

ATTEST:

By Dennis T. Hurst  
Title: Executive Vice President - Finance

Sharon L. Schumacher

STATE OF Arizona )  
COUNTY OF Maricopa )

On this 25<sup>th</sup> day of March, 19 85,  
before me personally appeared Fred Pink, to me  
personally known, who, being by me duly sworn, said that he/she is an  
authorized officer of Greyhound Leasing and Financial Corp  
that one of the seals affixed to the foregoing instrument is the corporate  
seal of said corporation, that said instrument was signed and sealed on  
behalf of said corporation by authority of its Board of Directors and he/she  
acknowledged that the execution of the foregoing instrument was the free act  
and deed of said corporation.

Dana L. Ellis

Notary Public

My commission expires:

My Commission Expires Nov. 29, 1988

STATE Illinois )  
 ) ss.  
COUNTY OF Cook )

On this 21st day of March, 1985, before  
me personally appeared Dennis T. Hurst, to me  
personally known, who, being by me duly sworn, says that he/she  
is Executive Vice President - Finance  
of Funding Systems Railcars, Inc.,  
that the foregoing instrument was signed on behalf of said corporation  
by proper authority therefor, and he/she acknowledged that the  
execution of the foregoing instrument was the free act and deed of  
said corporation.

Patricia W. Long  
Notary Public

(Notarial Seal)

My commission expires:  
My Commission Expires Nov. 5, 1988